

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (if known): 23-[•] Chapter 11

☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name SMI Topco Holdings, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 8 2 - 3 0 3 6 8 5 0

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

8 Sound Shore Drive

Number Street

Number Street

P.O. Box

Greenwich CT 06830

City State ZIP Code

City State ZIP Code

Location of principal assets, if different from principal place of business

Fairfield

County

Number Street

City State ZIP Code

5. Debtor's website (URL) https://www.smi.com/

Debtor SMI Topco Holdings, Inc.
NameCase number (if known) 23-[●]**6. Type of debtor**

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business*A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

*C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.*5 6 2 9**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor	SMI Topco Holdings, Inc. <small>Name</small>	Case number (if known) <u>23-[●]</u>
--------	---	--------------------------------------

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years? ☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list. District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☐ No

☒ Yes. Debtor See Rider 1 Relationship _____
District _____ When _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list. Case number, if known _____

11. Why is the case filed in this district? *Check all that apply:*

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? ☒ No See Rider 2

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property? _____

Number Street

City State ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor SMI Topco Holdings, Inc.
NameCase number (if known) 23-[●]**13. Debtor's estimation of available funds**

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/04/2023
MM / DD / YYYY

X /s/ Brian Michaud

Signature of authorized representative of debtor

Title President and Secretary

Brian Michaud

Printed name

Debtor SMI Topco Holdings, Inc.
Name

Case number (if known) 23-[•]

18. Signature of attorney

X

/s/ Paul E. Heath

Date 12/04/2023

Signature of attorney for debtor

MM / DD / YYYY

Paul E. Heath

Printed name

Vinson & Elkins LLP

Firm name

845 Texas Ave.

Number Street

Houston

City

Texas

State

77002

ZIP Code

713-758-3313

Contact phone

pheath@velaw.com

Email address

09355050

Bar number

Texas

State

Rider 1**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor in the United States Bankruptcy Court for the Southern District of Texas**

American Specialty Glass, Inc.
Container Recycling Alliance, LLC
NexCycle, Inc.
Ripple Glass, LLC
SMI BevCon HoldCo, LLC
SMI Equipment, Inc.
SMI Group Acquisitions, Inc.
SMI Group Holdings, LLC
SMI Group Ultimate Holdings, Inc.
SMI Nutmeg HoldCo, LLC
SMI Reflective Industries HoldCo, LLC
SMI Reflective Recycling HoldCo, LLC
SMI Reflective Recycling NE HoldCo, LLC
SMI Topco Holdings, Inc.
Strategic Materials Holding Corp.
Strategic Materials, Inc.

Rider 2

Real Property or Personal Property That Needs Immediate Attention

Question 12, among other things, asks debtors to identify any property that poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

SMI Topco Holdings, Inc. and its affiliated companies that are also filing voluntary chapter 11 bankruptcy cases in this Court (collectively, the “*Debtors*”) are, collectively, a privately held company that is the industry leader in recovering and processing post-consumer and post-industrial glass in North America. The Debtors do not believe they own or possess any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety. The Debtors note that they are not aware of any definition of “imminent and identifiable” harm as used in this form.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS**

In re:	§	Case No. 23-[_____]
	§	
SMI TOPCO HOLDINGS, INC.	§	(Chapter 11)
	§	
Debtor.	§	(Joint Administration Requested)
	§	(Emergency Hearing Requested)

CORPORATE OWNERSHIP STATEMENT (RULES 1007(a)(1) AND 7007.1)

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, the following are corporations, other than the debtor or a governmental unit, that directly own 10% or more of any class of the corporation's equity interests:

Corporate Equity Holder(s)	Address of Corporate Equity Holder(s)	Percentage of Equity Held
SMI Topco L.P.	17220 Katy Freeway, Suite 150 Houston, Texas, 77094	100%

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS**

In re: SMI TOPCO HOLDINGS, INC. Debtor.	§ § § § § §	Case No. 23-[_____] (Chapter 11) (Joint Administration Requested) (Emergency Hearing Requested)
--	----------------------------	--

LIST OF EQUITY SECURITY HOLDERS (RULE 1007(A)(3))

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the following identifies all known holders having a direct or indirect ownership interest of the above captioned debtor in possession:

Corporate Equity Holder(s)	Address of Corporate Equity Holder(s)	Percentage of Equity Held
SMI Topco L.P.	17220 Katy Freeway, Suite 150 Houston, Texas, 77094	100%

Fill in this information to identify the case:

Debtor name Strategic Materials, Inc., et al.

United States Bankruptcy Court for the: The District of Houston

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and Email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	BNSF Railway Company 2650 Lou Menk Drive Fort Worth, TX 76131	Attn: Katie Farmer Title: President and Chief Executive Officer Phone: 800-795-2673 Email: katie.farmer@bnsf.com	Trade Payable				\$ 1,104,727
2	Waste Management, Inc. 800 Capitol Suite 3000 Houston, TX 77002	Attn: James Fish Jr. Title: President and Chief Executive Officer Phone: (713) 512-6200 Email: jfish@wm.com	Trade Payable				\$ 948,935
3	HRM Services, Inc. 2420 Davistown Road Wendell, NC 27591	Attn: Bradley Morgan Title: President Phone: (919) 868-2692 Email: Hrmservices@protonmail.com	Trade Payable				\$ 793,369
4	CSX Transportation 500 Water St 15th Floor Jacksonville, FL 32202	Attn: Joseph R. Hinrichs Title: President and Chief Executive Officer Phone: 904-359-3200 Email: joe_hinrichs@csx.com	Trade Payable				\$ 787,437
5	Pilkington 811 Madison Avenue Toledo, OH 43604	Attn: Stephen Weidner Title: President and Head of Architectural Glass North America and Solar Products Phone: (800) 221-0444 Email: stephen.weidner@nsg.com	Trade Payable				\$ 675,991
6	Owens Illinois One Michael Owens Way Plaza 2 Perrysburg, OH 43551	Attn: Andres Lopez Title: Chief Executive Officer Phone: 567-336-5000 Email: alopez@o-i.com	Trade Payable				\$ 624,869
7	Cole Transportation Inc 1920 Duck Slough Blvd. New Port Richey, FL 34655	Attn: John Cole Title: President Phone: (727) 240-3363 Email: john.cole@colepallet.com	Trade Payable				\$ 565,721
8	Smith Transport 153 Smith Transport Rd Roaring Spring, PA 16673	Attn: Todd Smith Title: President Phone: 800-877-1173 Email: tsmith@i65transport.com	Trade Payable				\$ 505,435
9	S C Huntsman Trucking, LLC 4755 St Rt 309 Galion, OH 44833	Attn: Scott Huntsman Title: Owner Phone: (419) 462-5223 Email: huntsmantrucking@yahoo.com	Trade Payable				\$ 497,640
10	Union Pacific Railroad 1400 Douglas St. 19th Floor Omaha, NE 68197	Attn: Jim Vena Title: Chief Executive Officer Phone: 402-544-5000 Email: jvena@up.com	Trade Payable				\$ 443,621
11	J. Gil Trucking 10135 Fm 1462 Alvin, TX 77511	Attn: Noemi Gil-Rogers Title: Office Manager Phone: 281-331-2887 Email: jgiltruck@outlook.com	Trade Payable				\$ 365,217
12	US Transportation Services, Inc. 1511 US Highway 1 Suite 101 Sebastian, FL 32958	Attn: Chief Executive Officer Phone: (772) 664-7770 Email: ericab@us-transportation.net	Trade Payable				\$ 357,479

Debtor Strategic Materials, Inc., et al.,

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and Email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
13	Ardagh Glass, Inc. 10194 Crosspoint Blvd. Suite 410 Indianapolis, IN 46256	Attn: Michael Dick Title: Chief Executive Officer Phone: (317) 558-1002 Email: mike.dick@ardaghgroup.com	Trade Payable				\$ 341,784
14	RADO Mechanical Group LLC 341 Gees Mill Business Pkwy NE Conyers, GA 30013	Attn: Jon Dale Title: Co-Owner Phone: 770-602-3194 Email: info@radomechanicalgroup.com	Trade Payable				\$ 311,254
15	United Concrete and Gravel, Ltd. 1279 Sword Rd. Quesnel, BC V2J 3J4	Attn: David Zacharias Title: Owner Phone: 250-992-7281 Email: quesneloffice@unitedconcrete.ca	Trade Payable				\$ 295,734
16	C. Ray Trucking, Inc. 15695 Salt Creek Road Dallas, OR 97338	Attn: Clyde King Title: President Phone: (503) 838-6635 Email: clyde@c-raytrucking.com	Trade Payable				\$ 265,106
17	Star Line Trucking Corp. 18480 W. Lincoln Ave New Berlin, WI 53146	Attn: Jesse Ball Title: President and Chief Executive Officer Phone: 262-786-8280 Email: jball@starlinetrucking.com	Trade Payable				\$ 261,311
18	Tzeng Long USA, Inc. 2801 South Vail Avenue Commerce, CA 90040	Attn: Justine Chang Phone: (323) 722-5353 Email: Justine@tzenglong.com	Trade Payable				\$ 259,041
19	B A Roberts, Inc. 1817 W County Line Rd. Avon Park, FL 33825	Attn: LT Galimba Title: President & Operations Manager Phone: (863) 452-6100 Email: tgalimba@barobertsinc.com	Trade Payable				\$ 252,804
20	Fairview Trucking 1801 S. Bluff Road Montebello, CA 90640	Attn: Tammy Knutson Title: Chief Financial Officer Phone: 626-357-2177 Email: tknutson@westcoastfairview.com	Trade Payable				\$ 246,101
21	T and T Trucking, Inc. 11396 North Highway 99 Lodi, CA 95240	Attn: Terry Tarditi Title: Owner Phone: (209) 931-6000 Email: jarbuckle@tttrucking.com	Trade Payable				\$ 244,391
22	Industrial Kiln and Dryer 12711 Townepark Way Louisville, KY 40253	Attn: Randall Young Title: President Phone: (877) 316-6140 Email: contact@industrialkiln.com	Trade Payable				\$ 218,242
23	Kerr Farms LLC 10849 Coletown Lightsville Rd Ansonia, OH 45303	Attn: Chief Executive Officer Phone: 812-369-1368 Email: Kerrfarmsllc@gmail.com	Trade Payable				\$ 215,065
24	Boxell Trucking, Inc. 524 West Mulberry St. Princeton, IN 47670	Attn: Joey Boxell Title: President Phone: (812) 385-2752	Trade Payable				\$ 210,657
25	Parallel Products 401 Industry Rd. Louisville, KY 40208	Attn: Gene Kiesel Title: President and Chief Executive Officer Phone: 800-883-9100 Email: gkiesel@parallelproducts.com	Trade Payable				\$ 208,375
26	Brigade Site Services LLC 6735 Silvercrest Dr. Arlington, TX 76002	Attn: Shkelzen Hasani Title: Owner Phone: (817) 584-4848 Email: Poppy@brigadesiteservices.com	Trade Payable				\$ 207,997
27	Allan Company 540 W Chevy Chase Dr Los Angeles, CA 90051-5633	Attn: Jason Young Title: Chief Executive Officer Phone: (626) 962-4047 Email: jyoung@allancompany.com	Trade Payable				\$ 202,764
28	Motion Industries, Inc. File 749376 Los Angeles, CA 90074-9376	Attn: Randall Breau Title: President Phone: 800-526-9328 Email: randy_breaux@genpt.com	Trade Payable				\$ 194,515

Debtor Strategic Materials, Inc., et al.,

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and Email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
29	Nationwide Express 1211 E Lane St. Shelbyville, TN 37160	Attn: Bobby Holcomb Title: Vice President of Business Development Phone: 800-456-1553 Email: bholcomb@nationwide-express.com	Trade Payable				\$ 188,383
30	Go-Ko, Inc. 1644 West Edgewood Ave. Ste D Indianapolis, IN 46217	Attn: Linda Kopetsky Title: Owner Phone: 317-787-4285 Email: admin@gokoinc.com	Trade Payable				\$ 182,177

**OMNIBUS JOINT UNANIMOUS WRITTEN CONSENT OF
THE BOARDS OF DIRECTORS OR MANAGERS
OF
SMI TOPCO HOLDINGS, INC.,
SMI GROUP ULTIMATE HOLDINGS, INC., AND
SMI GROUP HOLDINGS, LLC**

December 3, 2023

The undersigned, being (a) all of the members of the board of directors of each of SMI Topco Holdings, Inc., a Delaware corporation (“**SMI Topco**”) and SMI Group Ultimate Holdings, Inc., a Delaware corporation (“**Group Ultimate**”), and (b) the requisite number of the members of the board of managers of SMI Group Holdings, LLC, a Delaware limited liability company (“**Group Holdings**”, and together with SMI Topco and Group Ultimate, the “**Companies**” and each a “**Company**”) (each such director or manager of the Companies, as applicable, a “**Consenting Party**” and collectively, the “**Consenting Parties**”), in lieu of a meeting of the undersigned and acting pursuant to Section 141(f) of the Delaware General Corporation Law or Section 18-404(d) of the Delaware Limited Liability Company Act, as applicable, do hereby consent to and adopt the following resolutions:

WHEREAS, Group Holdings and certain of the Companies’ subsidiaries (the “**Subsidiaries**”) are parties to that certain Restructuring Support Agreement, dated as of September 15, 2023 (including all exhibits, schedules and attachments thereto, and as amended, supplemented or otherwise modified from time to time, the “**Restructuring Support Agreement**”), by and among Group Holdings, the Subsidiaries and the other parties thereto;

WHEREAS, pursuant to the Restructuring Support Agreement, the Subsidiaries agreed to (a) market for sale all of the Subsidiaries’ assets and property and consider bids for all or substantially all of the Subsidiaries’ assets and property to a qualified bidder and/or (b) pursue a prepackaged chapter 11 plan (the “**Plan**”) under Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”) to implement either (i) a sale resulting from the sale process described in clause (a) above or (ii) an equitization transaction;

WHEREAS, the Subsidiaries and each of the Companies (collectively, the “**Filing Parties**”) subsequently determined that if the Subsidiaries pursue the Plan then it is advisable and in the best interest of the Filing Parties that the Companies pursue and become debtors under such Plan;

WHEREAS, in accordance with the Restructuring Support Agreement, the Filing Parties prepared a solicitation package including a Disclosure Statement for the Plan (including all schedules and exhibits thereto, the “**Disclosure Statement**,” and together with the Plan, the “**Chapter 11 Documents**”) and related ballots, notices, and other materials distributed to the holders of certain claims against the Subsidiaries in connection with soliciting their votes to accept or reject the Plan in accordance with section 1125 of the Bankruptcy Code and any applicable non-bankruptcy laws and within the meaning of section 1126 of the Bankruptcy Code (the “**Solicitation**”); and

WHEREAS, pursuant to the milestones set forth in the Restructuring Term Sheet, as extended in accordance with the terms thereof, the Filing Parties commenced solicitation of the Plan on November 15, 2023.

Chapter 11 Filing

NOW, THEREFORE, BE IT RESOLVED, that the Consenting Parties hereby determine that it is advisable and in the best interest of each Company, as applicable, to file voluntary petitions for relief pursuant to Chapter 11 of the Bankruptcy Code with the U.S. Bankruptcy Court (the “*Petitions*”), consistent with the resolutions set forth herein;

FURTHER RESOLVED, that the officers of the relevant Companies (each, an “*Authorized Officer*”), acting alone or with one or more other Authorized Officers, are hereby authorized and empowered to take such actions and negotiate or cause to be prepared and negotiated and to execute and file the Petitions to commence the Chapter 11 cases, and incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, as any such Authorized Officer shall in his or her judgment determine to be necessary or appropriate to consummate the restructuring transactions, which determination shall be conclusively evidenced by such Authorized Officer’s execution or delivery thereof;

FURTHER RESOLVED, that each Company is hereby authorized to file or cause to be filed the Petitions with the U.S. Bankruptcy Court;

FURTHER RESOLVED, that each Authorized Officer, acting alone or with one or more other Authorized Officers, is hereby authorized and empowered to execute, deliver, and file or cause to be filed with the U.S. Bankruptcy Court on behalf of each Company, as applicable, the Petitions, in such form as prescribed by the Official Forms promulgated pursuant to the Bankruptcy Code;

FURTHER RESOLVED, that, upon the filing of the Petitions as authorized by the preceding resolution, each Authorized Officer, acting alone or with one or more other Authorized Officers, is hereby authorized and empowered to execute, deliver, and file or cause to be filed with the U.S. Bankruptcy Court, on behalf of each Company, as applicable, all papers, motions, applications, schedules, and pleadings necessary, appropriate, or convenient to facilitate the Chapter 11 cases pursuant to the Bankruptcy Code (the “*Chapter 11 Cases*”) and all of its matters and proceedings, and any and all other documents necessary, appropriate, or convenient in connection with the commencement or prosecution of the Chapter 11 Cases, each in such form or forms as the Authorized Officer may approve;

FURTHER RESOLVED, that each Authorized Officer be, and each of them hereby is, authorized and empowered to execute, deliver and file or cause to be filed with the U.S. Bankruptcy Court, on behalf of each Company, as applicable, all papers and pleadings that such Authorized Officer believes to be necessary or desirable to effect, cause or further the restructuring of each Company, as applicable, under Chapter 11 the Bankruptcy Code and any and all other documents necessary to effectuate the Plan, including the Disclosure Statement and any documents related thereto, together with any amendments or modifications thereto, or any restatements thereof, in each case, as the Authorized Officer may approve;

General

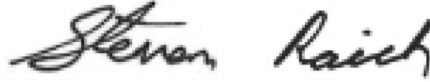
FURTHER RESOLVED, that each of the Authorized Officers is hereby authorized and empowered, on behalf of each Company, as applicable, to certify and attest to any documents that he or she may deem necessary, appropriate, or convenient to consummate any transactions necessary to effectuate the foregoing resolutions; provided, such attestation shall not be required for the validity of any such documents; and

FURTHER RESOLVED, that all actions heretofore taken by any officer, employee, or representative of any Company in its name or for its account in connection with any of the above matters are hereby in all respects ratified, confirmed and approved.

[The remainder of this page is intentionally blank.]

IN WITNESS WHEREOF, the undersigned have executed this written consent to be effective as of the date first written above.

THE DIRECTORS OF SMI TOPCO HOLDINGS, INC.:

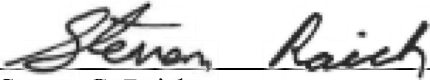
A handwritten signature in cursive script, appearing to read "Steven Raich".

Steven G. Raich

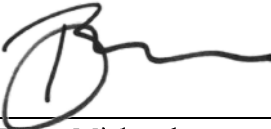
A handwritten signature in cursive script, appearing to read "Brian Michaud".

Brian Michaud

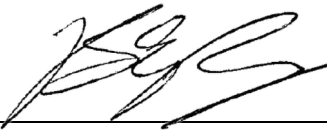
**THE DIRECTORS OF SMI GROUP ULTIMATE
HOLDINGS, INC. AND THE REQUISITE NUMBER OF
MANAGERS OF SMI GROUP HOLDINGS, LLC:**



Steven G. Raich



Brian Michaud



Brian Ramsay

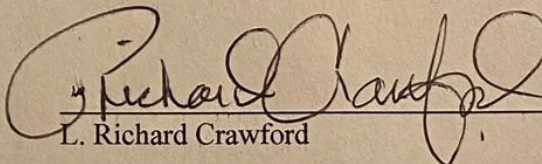
L. Richard Crawford

**THE DIRECTORS OF SMI GROUP ULTIMATE
HOLDINGS, INC. AND THE REQUISITE NUMBER OF
MANAGERS OF SMI GROUP HOLDINGS, LLC:**

Steven G. Raich

Brian Michaud

Brian Ramsay



L. Richard Crawford

Fill in this information to identify the case and this filing:

Debtor Name SMI Topco Holdings, Inc.

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (If known): 23-[●]

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement; List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/04/2023
MM / DD / YYYY

X /s/ Brian Michaud
Signature of individual signing on behalf of debtor

Brian Michaud
Printed name

President and Secretary
Position or relationship to debtor